

0700387055

# CYTEC

CYTEC INDUSTRIES INC.  
Five Garret Mountain Plaza  
West Paterson, NJ 07424  
Tel: (201) 357-3100

September 23, 1994

19013  
OCT 3 1994 11:10 AM  
RECEIVED

Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue N.W.  
Washington, DC 20423

Dear Secretary:

I have enclosed an original and one true copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the US Code. I certify that I have compared the copy with the original and found the copy to be complete and identical in all respects under penalty of perjury.

The document is a Bill of Sale dated September 12, 1994. The names and addresses of the parties to the documents are as follows:

Vendor	USL Capital Rail Services 733 Front Street San Francisco, CA 94111
Vendee	Cytec Industries Inc. 5 Garret Mountain Plaza West Paterson, NJ 07424 201-357-3140

A description of the equipment is included on Schedule 1 to the Bill of Sale.

A fee of \$18 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to me at the above address.

Very truly yours,



Roy Smith  
Legal Department

RS/eb  
ICC-923

RECEIVED  
OCT 3 1994 11:10 AM

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/3/94

OFFICE OF THE SECRETARY

Roy Smith  
Legal Department  
Cytec Industries, Inc.  
Five Garrett Mountain Plaza  
West Paterson, NJ 07424

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/3/94 at 11:40AM, and assigned recordation number(s) 19013.

Sincerely yours,

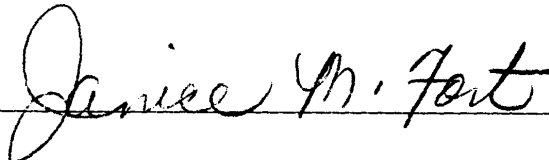


Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



True  
Copy

19013

OCT 8 1994 10:00 AM

**BILL OF SALE**

THIS BILL OF SALE ("Bill of Sale") is made as of this 12th day of, September, 1994, by USL CAPITAL CORPORATION ("Seller"), and Cytec Industries Inc. ("Buyer").

**WITNESSETH**

A. Seller has agreed to sell to Buyer and Buyer has agreed to purchase from Seller the railcars, listed on Schedule 1 attached hereto and incorporated by reference herein, together with all accessories, equipment, parts, attachments, appurtenances and modifications attached thereto (collectively the "Railcars").

B. For \$4,959,000.00 in cash, the receipt and sufficiency of which is hereby acknowledged, Seller desires to give this Bill of Sale for the purpose of effecting such purchase and sale.

**SELLER AGREES AS FOLLOWS:**

**1. Sale of Railcars**

Seller does hereby bargain, sell, convey, assign, transfer and set over to Buyer and its successors and assigns, to its and their own use and behalf forever, the Railcars.

BUYER AGREES TO TAKE ALL OF THE RAILCARS AS, IS, WHERE IS, AND SELLER MAKES NO REPRESENTATIONS OR WARRANTIES WHATSOEVER, INCLUDING WITHOUT LIMITATION ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE EXCEPT AS FOLLOWS:

a. The Railcars are free and clear of all liens and encumbrances created by or arising through, from or under Seller.

b. Seller and Buyer will take such action and complete such certificates or other documents as shall be required by the AAR to complete the sale of the Railcars and assure that immediately after the closing, the Railcars are permitted to remain in interchange.

**2. No Rights in Third Party**

Nothing expressed or implied in this Bill of Sale is intended to confer upon any person, other than the parties hereto and their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Bill of Sale.

3. Successors and Assigns

This Bill of Sale shall be binding upon and inure to the benefit of Seller and Buyer and their respective successors and assigns.

IN WITNESS WHEREOF, Seller has caused this bill of Sale to be executed on its behalf, as of the 12 day of September, 1994.

USL CAPITAL CORPORATION  
*Rail Services Division*

By: *DP Hayes*  
 Name: Desmond P. Hayes  
 Title: President - Rail Services

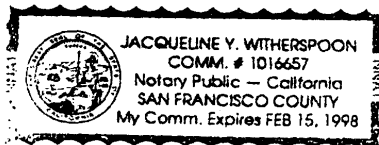
AGREED TO;  
 CYTEC INDUSTRIES INC.

BY: *J.P. Cronin*  
 J. P. Cronin  
 Chief Financial Officer

State of California )  
 County of San Francisco ) SS

On this 13 day of September, 1994 before me, a Notary Public for the county and state aforesaid, personally appeared Desmond P. Hayes to me known, who by me duly sworn did depose and say that he is the President, Rail Services of USL Capital Corporation and that he signed the foregoing instrument as the free act and deed of himself personally and as the duly authorized act of said corporation.

*Jacqueline Y. Witherspoon*  
 Notary Public



State of New Jersey )

)

) SS

County of Passaic )

)

On this 2<sup>th</sup> day of September, 1994 before me, a Notary Public for the county and state aforesaid, personally appeared J. P. Cronin to me known, who by me duly sworn did depose and say that he is the Vice President and Chief Financial Officer of Cytec Industries Inc. and that he signed the foregoing instrument as the free act and deed of himself personally and as the duly authorized act of said corporation.

Rosary A. Gaffney  
Notary Public

ROSARY A. GAFFNEY

NOTARY PUBLIC OF NEW JERSEY

MY COMMISSION EXPIRES 3/23/98  
Genamer.901

REPORT-05  
BPCHS711

Schedule 1

LEASE #: 2001 CYTEC INDUSTRIES, INC.

SCHED	CAR MARK	CAR NUMBER	CAR MARK	CAR NUMBER	CAR MARK	CAR NUMBER	CAR MARK	CAR NUMBER
0001	ACHX	459752	BN	459759	BN	463274	BN	463322
	ACHX	459753	BN	459761	BN	463275	BN	463323
	ACHX	459755	BN	459762	BN	463276	BN	463324
	ACHX	459756	BN	459764	BN	463277	BN	463325
	ACHX	459760	BN	459765	BN	463278	BN	463326
	ACHX	459763	BN	459768	BN	463279	BN	463327
	ACHX	459766	BN	459773	BN	463280	BN	463328
	ACHX	459767	BN	459775	BN	463281	BN	463329
	ACHX	459769	BN	459776	BN	463282	BN	463330
	ACHX	459770	BN	459777	BN	463283	BN	463331
	ACHX	459771	BN	459778	BN	463284	BN	463332
	ACHX	459772	BN	459779	BN	463285	BN	463333
	ACHX	459774	BN	459780	BN	463286	BN	463334
	ACHX	459781	BN	459784	BN	463287	BN	463335
	ACHX	459782	BN	459785	BN	463288	BN	463336
	ACHX	459783	BN	459787	BN	463289	BN	463338
	ACHX	459786	BN	459788	BN	463290	BN	463339
	ACHX	459790	BN	459789	BN	463291	BN	463340
	ACHX	459791	BN	459792	BN	463292	BN	463341
	ACHX	459793	BN	459800	BN	463293	BN	463342
	ACHX	459794	BN	459810	BN	463294	BN	463343
	ACHX	459795	BN	459816	BN	463295	BN	463344
	ACHX	459796	BN	459819	BN	463296	BN	463345
	ACHX	459797	BN	459820	BN	463297	BN	463346
	ACHX	459798	BN	463251	BN	463298	BN	463347
	ACHX	459799	BN	463252	BN	463299	BN	463348
	ACHX	459801	BN	463253	BN	463300	RHMX	004750
	ACHX	459802	BN	463254	BN	463301	RHMX	004751
	ACHX	459803	BN	463255	BN	463303	RHMX	004887
	ACHX	459804	BN	463256	BN	463304	RHMX	004908
	ACHX	459806	BN	463257	BN	463305		
	ACHX	459807	BN	463258	BN	463306		
	ACHX	459808	BN	463259	BN	463307	TOTAL CARS	171
	ACHX	459809	BN	463260	BN	463308		
	ACHX	459811	BN	463261	BN	463309		
	ACHX	459812	BN	463262	BN	463310		
	ACHX	459813	BN	463263	BN	463311		
	ACHX	459814	BN	463264	BN	463312		
	ACHX	459815	BN	463265	BN	463313		
	ACHX	459817	BN	463266	BN	463314		
	ACHX	459818	BN	463267	BN	463315		
	ACHX	459821	BN	463268	BN	463316		
	ACHX	459822	BN	463269	BN	463317		
	BN	459750	BN	463270	BN	463318		
	BN	459754	BN	463271	BN	463319		
	BN	459757	BN	463272	BN	463320		
	BN	459758	BN	463273	BN	463321		